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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PINKY NAILS, INC.

AUDIT NUMBER.....H97000009042

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1997

EMPIRE

MIAMI,

SUBJECT: PINKY NAILS, INC.
REF: W97000012883

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's Florida Bar membership number in the lower left hand corner of the document if the preparer is a member of the Florida Bar.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register

Corporate Specialist Supervisor

FAX Aud. #: H97000009042

Letter Number: 597A00029787

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ARTICLES OF INCORPORATION
OF
PINKY NAILS, INC.

ARTICLE I

NAME

The name of this corporation is PINKY NAILS, INC. and the street address of the initial principal office is 973 West Commercial Boulevard, Fort Lauderdale, Florida 33309.

ARTICLE II

TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PERMITTED ACTIVITY

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV

AUTHORIZED SHARES

This corporation is authorized to issue 100 shares of One Dollars (\$1.00) par value common stock which shall be designated as "Common Shares."

FRANK D. NEWMAN, ESQUIRE
Frank D. Newman, P.A.
Suite 700, Concord Building
66 West Flagler Street
Miami, Florida 33130
Tel: 305/374-0109
FBN.058577

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ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 66 West Flagler Street, Suite 700, Miami, Florida 33130. The initial Registered Agent is FRANK D. NEWMAN.

ARTICLE VII

DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is: FRANK D. NEWMAN, 66 West Flagler Street, Suite 700, Miami, Florida 33130.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him

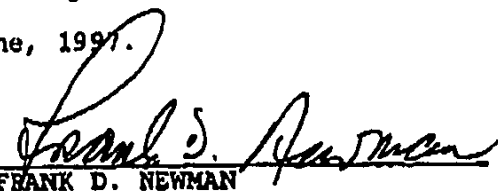
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in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2^d day of June, 1997.


FRANK D. NEWMAN

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FRANK D. NEWMAN, who is personally known to me or who has produced _____ for identification and who is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State

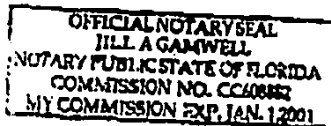
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and County above, this 2nd day of June, 1997.

My Commission Expires:



Jill A. Gamwell
NOTARY PUBLIC, State of Florida
At Large

JILL A. Gamwell
Print Name and Title

This Instrument Prepared By:

FRANK D. NEWMAN, ESQUIRE
Frank D. Newman, P.A.
Suite 700, Concord Building
66 West Flagler Street
Miami, Florida 33130
Tel: 305/374-0109
Fax: 305/374-0104

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PINKY NAILS, INC.
2. The name and address of the Registered agent and Registered office is: FRANK D. NEWMAN, 66 West Flagler Street, Suite 700, Miami, Florida 33130

Signature:

Frank D. Newman
FRANK D. NEWMAN

Title:

Incorporator

Date:

June 2, 1997

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Frank D. Newman
FRANK D. NEWMAN

Date: June 2, 1997

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